

JEFFREY S. NOBEL (*jnobel@izardnobel.com*)
 MARK P. KINDALL (Bar #138703) (*mkindall@izardnobel.com*)
IZARD NOBEL LLP
 29 South Main Street, Suite 215
 West Hartford, CT 06107
 Tel: (860) 493-6292 | Fax: (860) 493-6290

ALAN R. PLUTZIK (Bar #077785)
 (*APlutzik@bramsonplutzik.com*)
BRAMSON, PLUTZIK, MAHLER & BIRKHAUSER, LLP
 2125 Oak Grove Road, Suite 120
 Walnut Creek, CA 94598
 Tel: (925) 945-0200

Attorneys for Lead Plaintiff

SHIRLI FABBRI WEISS (Bar #079225)
 (*shirli.weiss@dlapiper.com*)
DLA PIPER LLP (US)
 4365 Executive Drive, Suite 1100
 San Diego, CA 92121-2133
 Tel: (858) 677-1400 | Fax: (858) 677-1477

DAVID PRIEBE (Bar #148679) (*david.priebe@dlapiper.com*)
DLA PIPER LLP (US)
 2000 University Avenue
 East Palo Alto, CA 94303-2248
 Tel: (650) 833-2000 | Fax: (650) 833-2001

Attorneys for Defendants

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA, OAKLAND DIVISION**

IN RE APPLIED SIGNAL
 TECHNOLOGY, INC. SECURITIES
 LITIGATION

MASTER FILE NO. C 05-1027 (SBA)
CLASS ACTION

THIS DOCUMENT RELATES TO:
 ALL ACTIONS

**JOINT MOTION FOR ORDER PRELIMINARILY
 APPROVING SETTLEMENT, DIRECTING
 NOTICE AND SCHEDULING A HEARING DATE**

Date: May 12, 2009
 Time: 1:00 p.m.
 Place: Courtroom 3
 Before: Honorable Sandra Brown Armstrong

Joint Motion for Preliminary Approval of Class Action Settlement
 Master File No. C 05-1027(SBA)

NOTICE OF MOTION AND REQUEST FOR RELIEF

The Parties to this class action litigation give notice of a joint motion respectfully requesting preliminary approval for a settlement of the litigation in the amount of two million, seven hundred thousand dollars (\$2,700,000.00) on the terms set forth in the Stipulation of Settlement, dated March 26, 2009 (the “Stipulation,” attached as Exhibit A to this Motion). The parties have noticed the Motion for the motion calendar of May 12, 2009 at 1:00 p.m. However, since the motion is made jointly by all parties and since there will not be any need for opposing or reply papers, the parties jointly request that, unless the Court believes that oral argument will be of assistance, the motion be considered on submission and considered at any time convenient to the Court prior to the May 12, 2009 motion calendar date.

The parties request that the Court enter the [Proposed] Order Preliminarily Approving Settlement, Directing Notice and Scheduling Hearing Date (the “Notice Order”), filed with this Motion, which will:

- (i) preliminarily approve the Settlement and Stipulation;
- (ii) preliminarily certify a settlement class (the “Settlement Class”) consisting of all persons who purchased publicly-traded common stock (the “Shares”) of Applied Signal Technology, Inc. (“Applied Signal”) from August 25, 2004 through and including February 22, 2005 (the “Settlement Class Period”);
- (iii) appoint Lead Plaintiff Frank Whiting as the Settlement Class Representative, Izard Nobel LLP as Lead Counsel, and Bramson Plutzik Mahler & Birkhaeuser, LLP as Liaison Counsel for the Settlement Class;
- (iv) schedule a hearing date (the “Final Hearing Date”) for final approval of the Settlement and the request by Lead Counsel for an award of attorneys’ fees, and reimbursement of costs and expenses; and

(v) order that the Settlement Class Members be provided with notice of the Settlement and the Final Hearing Date, pursuant to the proposed "Notice of Pendency of Proposed Settlement of Class Action" (the "Settlement Class Notice").

STATEMENT OF ISSUES TO BE DECIDED

Whether the proposed Class Action Settlement should be preliminarily approved, a final approval hearing scheduled and notice provided to the members of the Class.

SUPPORT FOR THE MOTION

In support of this Motion, the Parties have attached the Stipulation (Exhibit A to the Motion), a [Proposed] Order Preliminarily Approving Settlement, Directing Notice and Scheduling Hearing Date, together with the Proposed Form Notice (Proposed Order Exhibit A-1), the Proposed Summary Notice (Proposed Order Exhibit A-2), and the Proposed Proof of Claim and Release (Proposed Order Exhibit A-3). Additionally, Lead Plaintiff has attached a Memorandum of Points and Authorities in Support of the Motion.

Dated: April 2, 2009

\s\ Mark P. Kindall

Mark P. Kindall (Bar #138703)
Jeffrey S. Nobel
IZARD NOBEL LLP
29 South Main Street, Suite 215
West Hartford, Connecticut 06107

Alan R. Plutzik (Bar #077785)
**BRAMSON, PLUTZIK, MAHLER &
BIRKHAUSER, LLP**
2125 Oak Grove Road, Suite 120
Walnut Creek, CA 94598

Counsel for Lead Plaintiff

\s\ David Priebe

David Priebe (Bar # 148679)
Shirli Fabbri Weiss (Bar #079225)
DLA PIPER LLP (US)
4365 Executive Drive, Suite 1100
San Diego, CA 92121-2133

2000 University Avenue
East Palo Alto, CA 94303-2248

Counsel for Defendants